

SLAYER ACADEMY

"Countdown"

by
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TEASER

FADE IN:

1

EXT. ROOFTOP - NIGHT

1

ELLEN appears before us, eyes wide and mouthing something. Everything moves in SLOW MOTION as she slowly PULLS AWAY.

ELLEN (V.O.)
Everybody hopes that when their
time comes they'll think of
something... good to say. Some
dramatic last words that'll live on
long after they're dead and gone.

FLAMES start to lick at the edges of the frame, as Ellen continues to recede, reaching a hand out.

ELLEN (V.O.) (cont'd)
But I've never been all that good
with words. So I guess I'll have to
settle with hoping my last actions
count for something instead.

The flames rise higher - and a thick CABLE can be seen running over her head, from which she seems to be hanging.

ELLEN (V.O.) (cont'd)
So this is me... hoping.

The flames rise further, finally obscuring Ellen from view just as we SMASH CUT TO:

2

INT. CAMPUS - BATHROOM - DAY

2

ECU on Ellen's EYE as she blinks.

ON SCENE to find Ellen staring at her own reflection in the mirror. She's pale, with huge bags under her eyes.

Ellen turns on the taps and lets the water run, rotating her neck muscles as she pulls her hair back into a knot.

Splashing water over her face, she takes a moment to close her eyes and zone out.

Straightening, she takes a step back and starts to roll up her t-shirt, exposing her midriff.

The BRUISING has gotten much worse, with some patches of skin now almost jet black, while others have gone a sickly, jaundiced yellow.

Ellen stares at the bruises for a long beat, disturbed as her phone RINGS. She turns towards it as we CUT TO:

3

INT. CAMPUS - STAFF ROOM - NEXT

3

Ellen pushes open the door to find a staff meeting already in session. Faces turn to watch her entrance.

ELLEN

Sorry I'm late.

She takes a seat, pulling up a chair next to GREG.

GREG

This is only a school if you're a student, you know. Teachers don't have to apologise.

She manages a grin, but Greg reads her tired expression - he knows what she's hiding.

BARBARA stands, sliding a manilla folder across the table to her. Everyone else already has one open.

ELLEN

What did I miss?

She takes her folder and opens it as FITZGERALD stands.

FITZGERALD

We've just started. We're recapping the data that Greg brought in after the raid on the Cabal demon factory last week.

GREG

Basically, we're still bugged.

BARBARA

Greg, please.

Barbara turns on a monitor set up against one wall - surveillance photographs of the Cabal factory site pop up.

BARBARA (cont'd)

We've been able to keep this facility under observation, but they've doubled their security since our last visit. Satellite surveillance is the only way we can get a look in.

FITZGERALD

What we do know is that they appear to be back in business, despite the damage Greg's team caused them.

ELLEN

So we're going back in, right?

(CONTINUED)

The others swap looks.

ELLEN (cont'd)
Right?

FITZGERALD
It's too -

ELLEN
Don't say 'risky.' Please.

BARBARA
You know she's right, Ellen.

ELLEN
Yeah, and I also know that we can't
just sit around and wait for that
thing to get up to full speed!

FITZGERALD
What would you have us do? Throw
more Slayers at it? The last team
barely came back in one piece!

ELLEN
I'm just saying we need to come up
with something, because if we
don't...

She lets it hang. No emphasis needed as we CUT TO:

Over in the genetics lab crossed with an assembly line that
is the Cabal demon-cloning facility, it's business as usual.

Rows after row of huge TUBES filled with green go line up,
each one holding a growing DEMON in various phases of
development.

Lab-coated CABAL SCIENTISTS mill around, taking notes,
checking readouts and generally keeping all systems go.

Over by one section, what looks like a large bathtub blended
with a heap of monitoring equipment is filled with the same
thick, mucous-like goo.

A scientist waits over it, watching the dark shape squirming
within.

Suddenly, a FIST breaks the surface, punching through the
slime like a chick breaking out of its egg.

The proud scientist watches as a fully-formed DEMON pulls
itself up from the sludge a little at a time.

All muscles, fangs and scales, it MEWLS through a mouthful of razor-sharp teeth, taking its first breath of real air.

The pleased scientist makes a few notes on his clipboard - another successful addition to the ranks.

ELLEN (V.O.)

... then those bastards are gonna
march right up to our front door
and there won't be a thing we can
do to stop them.

PULL BACK to find more of the birthing tubs with more vat-fresh demons clawing their way into the world, and from a growing chorus of newborn HOWLS, we:

BLACK OUT:

END OF TEASER

ACT ONE

FADE IN:

5 INT. CAMPUS - STAFF ROOM - DAY

5

Back to the staff meeting as Fitzgerald brings up several faces on the monitor - all grizzled-looking hunters.

FITZGERALD

The Council's current incentive is to assemble a team of mercenaries to lead a larger force of Slayers inside, people with field experience in facing the Cabal.

GREG

Because if we just send our own girls...

BARBARA

Then they could end up incapacitated by whatever effect Braeden's team's weapons have on them.

ELLEN

(nods)

It'd be a massacre.

Fitzgerald sits, rubbing her temples with a SIGH.

FITZGERALD

Pardon my French, but they've got us by the balls on this one.

GREG

It's alright. I'm fluent.

FITZGERALD

(manages a smirk)

If we wait, then they'll soon have a whole army to take us on. If we move now, we risk losing more of our girls in an offensive that has no guarantee of success.

ELLEN

Not necessarily.

BARBARA

You have something else in mind?

ELLEN

As a matter of fact, yeah. I do.

(beat)

Send me in.

(CONTINUED)

A beat. Fitzgerald leans forward, frowning.

FITZGERALD

And?

ELLEN

Just me.

GREG

What?

FITZGERALD

You can't be serious...

BARBARA

Ellen... that's insane.

ELLEN

Think about it. Big facility, all looking out for a big ol' Slayer army to come bursting through their gates. What they won't be expecting is a small team, two people at the most, sneaking inside and blowing the place sky high from right under their noses.

GREG

And this is a plan?

ELLEN

It's the only way we'll take this place down without losing more Slayers we can't replace.

FITZGERALD

Out of the question.

ELLEN

But -

BARBARA

Grace is right. It's a suicide mission, Ellen, and I can't have you doing that.

Greg suddenly sits up, a thought striking him.

BARBARA (cont'd)

You're one of our most experienced -

ELLEN

Exactly! That's why I should be going on this one, and not one of the kids!

(CONTINUED)

FITZGERALD

We can't authorise this!

ELLEN

Screw authorisation! We're looking at a bigger picture here and you know it.

FITZGERALD

I'm sorry, but no. Absolutely not.

ELLEN

Fine.

She stands, SCRAPING her chair back loudly.

ELLEN (cont'd)

Than you can come up with a new plan while I go try this my way.

GREG

Ellen, wait!

She turns and marches for the door. Barbara rises and starts to follow.

BARBARA

Ellen, come back!

Ellen exits, closely followed by Barbara. A beat of silence falls on the shocked Greg and Fitzgerald.

GREG

So... new plan?

Fitzgerald SIGHS loudly again as we CUT TO:

Ellen stomps along before Barbara catches up to her.

BARBARA

Ellen, for God's sake, slow down!

There are a few SLAYERS passing by, who stop to watch the commotion.

ELLEN

Not now, Barb.

BARBARA

You can't seriously be considering doing this alone, can you?

Ellen spins on her heel to face Barbara.

(CONTINUED)

ELLEN

And why the hell not? It's the only way anything'll get done!

BARBARA

(getting angry)

What the hell kind of attitude is that to take?

ELLEN

The one we need! We're getting killed out there, Barb, and I'm not gonna sit back and take it a second longer!

Ellen takes a moment, still simmering.

ELLEN (cont'd)

Since I came back, all I've seen is death. Girls getting taken out all over the world, picked off one by one, and the damn Cabal marking its territory like a stray dog pissing on every lamppost it finds.

Barbara glances round at the listening Slayers.

BARBARA

(sharp)

Get moving! Back to class, all of you!

The scolded Slayers scuttle away, as a fuming Barbara turns back to Ellen.

BARBARA (cont'd)

My office. Now.

She marches past as we CUT TO:

And now we're in enemy territory. It's all clean lines and muted colours, more like a business suite than a base of an evil empire.

BRAEDEN strolls into shot, looking a little pensive as he passes various Cabal staff members - some human, others not.

He spots DR. SVENTSON at a junction up ahead, and hurries to catch him.

BRAEDEN

Hey, doc? Wait up.

CONTINUED:

Sventson turns, sees Braeden and nods for his assistants to carry on without him.

SVENTSON

(nods)

Braeden.

BRAEDEN

Can I see her yet?

SVENTSON

(beat)

In a little while.

BRAEDEN

You've been saying that for the last hour. She should be out by now.

SVENTSON

She should, yes, but the procedure's taking a little longer this time.

Sventson starts to walk down another plush corridor, Braeden falling into step alongside him.

BRAEDEN

Why?

SVENTSON

I think you can work that out. You're an intelligent boy.

BRAEDEN

Assume I'm not.

Braeden isn't kidding around. Sventson eyes him coolly.

SVENTSON

She's building up a resistance. Every session is requiring a little more time to make sure the conditioning has taken hold.

BRAEDEN

You make it sound like she's having her hair done.

Sventson's not amused.

BRAEDEN (cont'd)

So when can I see her?

Sventson makes a big show of checking his watch as he stops by one doorway.

(CONTINUED)

SVENTSON

Ten more minutes. You might as well
come in and wait.

He opens the door, nodding for Braeden to step through:

INT. CABAL BASE - CONDITIONING ROOM - NEXT

And the duo step up to a large two-way mirror, looking into a large white room beyond, the brightness jarring.

Strapped to a chair inside the room is SOFIA, restrained at her head, wrists and ankles.

A large SCREEN hangs just before her, and the restraint round her temples keeps her looking straight at it.

We can't see the screen itself, but flashing LIGHTS, COLOURS and IMAGES flicker rapidly across Sofia's face. She blinks, her brain processing what it's being fed.

All around the chair is monitoring equipment - EKG machines, heart rate monitors, the works. More scientists keep an eye on the procedure.

Braeden leans against the glass, his gaze fixed on Sofia. He seems pained to be watching her undergo all of this.

SVENTSON

Concerns have been raised.

Braeden turns. Sventson grins, hands behind his back.

SVENTSON (cont'd)

But I'm sure you'd guessed as much.

Braeden looks back without a word.

SVENTSON (cont'd)

If her mind manages to build up a sufficient level of resistance, then no amount of treatment will keep her in the state we need. And when that happens -

BRAEDEN

(cuts him off)

It won't.

SVENTSON

(beat)

When that happens, we'll have to take steps.

(off Braeden's look)

I'm sure you know which ones.

BRAEDEN
Over my dead body.

SVENTSON
Braeden -

Braeden suddenly WHIPS ROUND, GRABBING the Doctor and SLAMMING him up against the wall!

BRAEDEN
(fuming)
Now you listen to me, you prick!
Nothing, and I repeat, nothing
happens to that girl while I'm
around. Is that clear?

Sventson doesn't seem to ruffled by his threat.

SVENTSON
You can't protect her forever.
Sooner or later -

BRAEDEN
No. Not 'sooner or later,' not
ever. She's my girl, and she's
gonna stay that way no matter what.
Understand?

A beat. Braeden BUMPS Sventson against the wall again.

BRAEDEN (cont'd)
I said, understand?

SVENTSON
(sighs)
I understand.

Braeden releases him, turning back to watch Sofia. Behind him, Sventson takes a second to smooth out his clothes.

SVENTSON (cont'd)
But it's not me who'll make that
decision about her.

And with that, he exits, leaving Braeden to his vigil as we
CUT TO:

Barbara enters, throwing the door open. Ellen trails in behind her, SLAMMING the door for effect.

A beat as Barbara spins to face Ellen, the two women staring each other down.

ELLEN
(winces)
Door slamming too much?

BARBARA
(shrugs)
It'll work.

And just like that, the tension is gone.

ELLEN
Do you think they bought it?

BARBARA
I think so. I can be convincing
when I want to be.

Ellen grins, taking a seat as Barbara sits behind her desk.

BARBARA (cont'd)
That does still leave us with one
problem, however.

ELLEN
(nods)
As long as you're still sure.

BARBARA
(beat)
I don't have much choice, do I?

Ellen lowers her head, standing up and starting to raise her
t-shirt again. Barbara only needs a glimpse of the bruises.

BARBARA (cont'd)
How... how long do you think you
have?

ELLEN
Long enough to do this one thing.

BARBARA
I'm still not...

ELLEN
Hey. I get it. If it was me, I'd
probably make me stay as well. But
we both know that's not gonna
happen.

Barbara lowers her head and nods. Ellen reaches across the
table and gives her hands a squeeze.

ELLEN (cont'd)
This is the right thing to do.

(CONTINUED)

BARBARA
It'd better be.

ELLEN
Not everything I said in that
briefing was for show. The threat
from that factory is real, and it
needs to be taken care of.

Barbara settles back in her chair.

BARBARA
And your backup?

ELLEN
You let me worry about that.

BARBARA
(narrows eyes)
That's code for 'you wouldn't like
who I've asked,' isn't it?

Ellen just grins, and Barbara shakes her head.

BARBARA (cont'd)
I still can't believe I let you
talk me into this. If anyone -

ELLEN
They won't.

Barbara looks up, holding Ellen's gaze for a moment.

ELLEN (cont'd)
Thanks, Barb. For everything.

Barbara manages a weak smile, and she watches with sad eyes
as Ellen rises and heads for the door.

BARBARA
Ellen, wait, I -

ELLEN
Don't worry. I know.

Barbara nods, and with a last look round, Ellen is gone.

Sofia is sitting on a bed, sipping water from a bottle. She's
inside what appears to be a normal infirmary - except for the
INSECTOID DEMON working here, that is.

Braeden enters through the door, and Sofia beams happily at
the sight of him.

SOFIA

Hey, you.

He heads over as the Doctor checks Sofia's blood pressure.

SOFIA (cont'd)

Sorry about the delay. These
physicals always seem to take ages!

BRAEDEN

That's this place for you. They're
very thorough.

Sofia slurps the last of the water, handing the empty bottle
to Braeden.

SOFIA

Right! Are we ready?

DOCTOR

All set.

The Doctor unfastens the blood pressure cuff and lets Sofia
hop down from the bed.

SOFIA

So what's on the agenda for today?

BRAEDEN

Oh, you know... nothing.

SOFIA

No, seriously.

BRAEDEN

I am being serious. We've got
absolutely nothing at all to do
today.

SOFIA

You mean... a day off?

Braeden crooks his arm and offers it to her.

BRAEDEN

And each other's company with which
to spend it. Sound good?

Sofia smiles as she slips her arm through his.

SOFIA

Sounds perfect. Lead the way.

He escorts Sofia back towards the door, turning to glance at
the Doctor. He nods - all clear. They exit and we CUT TO:

11 INT. CABAL BASE - CORRIDOR - NEXT 11

As Sofia and Braeden leave the infirmary, PULL BACK to find them being watched by Sventson and one of his assistants.

SVENTSON

Tell Alaric that the latest session went as planned, but my concerns remain over the long-term stability of the process.

The assistant nods and heads out of frame. Sventson keeps his eyes on the departing duo, shaking his head.

SVENTSON (cont'd)

Careful, Braeden... you're playing a dangerous game.

Sofia leans up to KISS Braeden as we CUT TO:

12 EXT. INDUSTRIAL ESTATE - DAY 12

Ellen leans against her car, waiting in the parking lot of some old factor or other, long since closed for business.

She glances at her watch, peering up and down the deserted compound - no sign of anyone or anything.

Curling her lip, she TAPS her fingers against the side of her car, glancing at her watch again.

Finally, she stands up, sighs, and fishes her car keys from her pocket.

And then she hears something CLANG nearby, her head whipping round.

It came from inside the main bay of the factory, but there's nothing inside past rotting wooden pallets.

13 INT. INDUSTRIAL ESTATE - FACTORY BAY - NEXT 13

Ellen paces inside, the grimy corrugated plastic ceiling not letting much light inside.

ELLEN

Hello?

She steps further inside, leaving the light from the open bay door behind as she continues into the gloom.

ELLEN (cont'd)

Who's there?

Ellen keeps moving forward, senses alert for any movement.

(CONTINUED)

ELLEN (cont'd)
Is someone -

VOICE (O.S.)
And here was me thinking you
wouldn't show.

Ellen freezes, slowly turning round to address somebody off
screen - a female somebody.

ELLEN
Not likely. We've got a deal,
remember?

VOICE (O.S.)
I remember.

ELLEN
(beat)
So, what, you gonna stay in the
shadows the whole time we're
together?

VOICE (O.S.)
Guess not.

There's movement as somebody emerges from the shadows:

It's DELANEY.

DELANEY
So... where's this factory again?

BLACK OUT:

END OF ACT ONE

ACT TWO

FADE IN:

14

EXT. INDUSTRIAL ESTATE - DAY

14

Ellen has a set of BLUEPRINTS spread across the bonnet of her car, poring over them with Delaney.

ELLEN

Extra fences and guards have gone up here, here and here. So that means the river's out as our way in.

DELANEY

Good.
(off her look)
Not a great swimmer.

ELLEN

However, we should still be able to get under the fence and inside the perimeter if we take the sewer tunnels.

Delaney wrinkles her nose. If Ellen notices, she doesn't react.

ELLEN (cont'd)

They'll be looking out, not in. The two of us should be able to get inside without being spotted, especially if you reckon your spells will work.

DELANEY

They'll work.

Ellen straightens, eyes flicking over the blueprints.

DELANEY (cont'd)

Can I ask about my payment now?

ELLEN

You'll get your money. Half now, half later.

DELANEY

Actually, I was asking for a change in our terms.

ELLEN

(beat)
Go on.

(CONTINUED)

DELANEY

We're running a two-person mission into Cabal territory. I don't think the amount we discussed is really all that fair.

ELLEN

How much more do you want?

Delaney grins, then leans forward and doodles a figure onto the blueprints. Ellen LAUGHS.

ELLEN (cont'd)

What am I, the Queen?

DELANEY

Take it or leave it.

ELLEN

Delaney, you're full of it. You get what we arranged, no more, no less.

DELANEY

Then I'm out.

She starts to walk away, but Ellen calls out:

ELLEN

How long do you think it'll be before they come for you?

Delaney stops and turns. Ellen shrugs.

ELLEN (cont'd)

Think you'll be safe in that castle? There's, what, four of you?

DELANEY

We'll manage.

ELLEN

I guess odds of a hundred to one and above are 'manageable' these days then, huh?

Ellen holds Delaney's stare, knowing she's right.

A KNOCK at the door is followed by Greg popping his head inside.

BARBARA

Can I help you, Greg?

GREG
Where's Ellen?

BARBARA
She went for a drive to cool off.

GREG
Right.

He hesitates, and Barbara closes her diary to give him her full attention.

BARBARA
Something on your mind?

GREG
No, no, just...
(beat)
Never mind.

He exits, and Barbara's expression sours when he's gone. She doesn't like lying to anyone, especially her staff.

16 INT. ELLEN'S CAR - DAY

16

Ellen drives along, the English countryside rolling past outside.

DELANEY (O.S.)
One thing I want to know...

Delaney leans forward, and Ellen inhales wearily.

ELLEN
I'm listening.

DELANEY
Why pick me?

ELLEN
I needed the best.

DELANEY
Apple polisher.

ELLEN
I mean it. You're one of the best people out there for this kind of job, Slayer or not.

DELANEY
Yeah, but you must have girls of your own at the Academy you coulda picked over me. I'm kind of *persona non gratis*, after all.

(CONTINUED)

ELLEN

You want to know the other reason?

Delaney reclines, feet up on the dashboard.

ELLEN (cont'd)

I picked you because I need
somebody who won't be afraid to
leave me behind.

Delaney frowns, sitting back up.

DELANEY

Huh?

ELLEN

C'mon, Delaney. We both know this
could be a one-way mission.

DELANEY

Every mission could be one way.

ELLEN

Whatever happens, I have to do
this. I need you to get me in, but
if I can't make it out, then you
get to go without me.

Delaney narrows her eyes, trying to read Ellen.

DELANEY

You kept that part quiet.

ELLEN

Would you still have come if I'd
said that before?

DELANEY

(beat)

Probably, yeah.

She leans back again, satisfied. For all of five seconds.

DELANEY (cont'd)

Actually, I have one more question.

(beat)

How come you're so old?

ELLEN

(laughs)

Hate to tell you, but you ain't
gonna be eighteen forever.

DELANEY

I'm twenty.

(CONTINUED)

ELLEN

You know what I mean.

DELANEY

Same to you. All the other Slayers,
they're all around my age. How come
you're in your, what, thirties?
Shouldn't you have been a Slayer
for ten years already?

Ellen keeps her eyes on the road, mulling over how to answer.

ELLEN

I lost my turn.

She looks to Delaney, who waits to hear more.

ELLEN (cont'd)

I got in a car accident. Just
before my sixteenth birthday. Me
and some friends were riding with
these guys who thought they were
Michael Andretti, and one day we
went out racing...

(beat)

I was in a coma for almost a year.

DELANEY

Is that even possible?

ELLEN

I'm here, aren't I?

(beat)

My guess is that somewhere during
that time, the Slayer before me got
herself killed, but when it came to
me, it... skipped.

She's silent for a moment, recalling the time in question.

ELLEN (cont'd)

When I woke up, I felt a little
different, but it wasn't until a
few years ago when everything
finally kicked in for good.

DELANEY

Damn. Sucks to be you.

ELLEN

Not all the time. Usually I -

Ellen suddenly bursts into a COUGHING FIT, the car veering
erratically across the road.

(CONTINUED)

DELANEY

Hey, hey, watch it!

Delaney lunges for the wheel, straightening the car as Ellen hacks up a mouthful of BLOOD.

She spits it into a tissue, taking the wheel back from a spooked Delaney.

ELLEN

Thanks.

DELANEY

Oh, today just gets better and better...

They drive on in silence for a moment.

ELLEN

How about you? Anything you feel like sharing?

DELANEY

(scoffs)

No.

ELLEN

(shrugs)

Suit yourself.

Delaney leans against the door on one hand, watching the pale Ellen curiously as we CUT TO:

KIRA throws open the door to one of the Castle's many studies, interrupting HAMISH as he pores over several folders and photographs laid out before him.

HAMISH

Don't ye ever knock?

KIRA

I own this place. I don't knock.

(beat)

Where's Delaney?

HAMISH

No idea. Said she had some errands to run, went out a few hours ago.

Kira starts to leave, and Hamish calls after her:

HAMISH (cont'd)

Don't you want to help me sort through the potential new recruits?

KIRA

That's your job.

HAMISH

Aye, but there's so many options here I dunnae where to start. I could use a second opinion.

KIRA

Ask Rachel. I'm busy.

Kira exits. Hamish shakes his head, muttering, as we CUT TO:

EXT. CABAL FACILITY - NIGHT

NIGHT VISION P.O.V:

The factory stands at the edge of the canal as before, the perimeter fence, spotlights and guard patrols heavier than our last visit.

A large SUPPLY BOAT waits at a jetty, workers unloading several crates back into the building.

EXT. HILLSIDE - NEXT

Ellen lowers her night vision binoculars, passing them to Delaney. The girls are up on a hillside overlooking the complex below.

ELLEN

I'm counting ten guards on foot, five more past the fence and two up on the roof.

DELANEY

Yeah, with sniper rifles. Remind me why I said 'yes' to this again?

ELLEN

Because you're greedy.

Ellen gets up and steps off screen. Delaney shrugs - she's got a point.

Ellen heads over to her car, popping the boot as Delaney follows her over.

DELANEY

You feel like telling me what that little episode earlier was all about?

ELLEN

No.

Ellen pops something into her mouth and SWALLOWS.

ELLEN (cont'd)
(off Delaney's look)
For the coughs.

DELANEY
Right...

As Ellen sets her watch, Delaney steps round and looks into the car boot - and it's stuffed full of WEAPONS and GEAR!

DELANEY (cont'd)
(whistles)
Not bad. Do I get to play with some of these?

ELLEN
Help yourself. Whatever you use, you can keep.

DELANEY
(brightens)
Seriously?

ELLEN
Call it an added incentive.

DELANEY
Sweet!

She holds up a SUBMACHINE GUN, grinning happily.

DELANEY (cont'd)
You're the best uneasy ally ever.

Ellen firmly SNATCHES the gun out of her hands.

ELLEN
No guns.

DELANEY
But -

ELLEN
Stealth mission. Which means 'in and out real quiet, like.'

Ellen starts tooling herself up, stuffing items into a black bag and fastening on a pair of gun holsters.

ELLEN (cont'd)
Pick your stuff and get settled, we move out in five.

Ellen continues setting up as we CUT TO:

20 EXT. CABAL FACILITY - NEXT 20

GUARDS patrol up and down, pausing to chat to one another - it's a quiet night.

As workmen continue to load up crates in the background, PAN DOWN and straight THROUGH the floor:

21 INT. SEWER TUNNELS - CONTINUOUS 21

And there's Ellen and Delaney, sloshing through the knee-deep filthy water as they make their way along.

They soon come to a WIRE GRILLE covering the tunnel, blocking their way forward.

Ellen breaks out a small BLOWTORCH, getting to work on cutting through the wire as Delaney keeps watch.

DELANEY

What if someone hears us?

ELLEN

They won't. We've got several feet of solid rock above us.

She cuts through a further section, grabbing the wire and starting to PULL it back. Delaney joins in.

Once they've opened up enough of a gap, the girls squeeze through and carry on down the tunnel.

Before long, they reach a ladder leading up to a sealed hatch, a SECURITY CAMERA keeping an eye on the ladder.

The girls hang back, just out of sight round a bend in the tunnel.

ELLEN (cont'd)

(whispers)

Okay, now it's your turn. Get us past that camera.

DELANEY

(whispers)

Check.

Delaney removes her gloves, CRACKING her fingers and then tracing a series of shapes in the air, mumbling something.

Trails of BLUE LIGHT start to follow her fingers, writing out the symbols - and the same light suddenly FLARES around the camera.

Delaney SNAPS her fingers - and the light vanishes, leaving the camera hanging limply from the wall.

(CONTINUED)

DELANEY (cont'd)

Easy money.

She motions for Ellen to go on ahead, and they splash their way up to the ladder.

Ellen climbs first, reaching the hatch and feeling round for any kind of lock or bolt.

She reaches into her bag and takes out a small wad of a putty-like substance, carefully applying it to the hatch before sticking a small metal PEG into it.

She slides back down the ladder, taking a step back and motioning for Delaney to do the same.

ELLEN

You might want to cover your eyes.

She takes out a small REMOTE from her jacket, hitting the single red button on its surface.

There's a FLASH from up by the hatch, a small shower of SPARKS falling into the water.

Ellen heads back up the ladder, and with a bit of effort the hatch starts to budge, its lock melted away.

INT. CABAL FACILITY - BASEMENT - NEXT

With a SCRAPE of metal against rock, the hatch is pushed up and out of the way, letting Ellen poke her head up.

They're in a dim corridor in the facility's basement level, the route stretching off in both directions. Air conditioning units CLANK somewhere overhead.

Ellen climbs up, waiting while Delaney follows and slides the hatch back into place.

Ellen points down the corridor, and with a nod Delaney follows as the two girls set off.

INT. CABAL FACILITY - CORRIDOR - NEXT

Arriving at an access hatch, Ellen spins the locking wheel and pulls the heavy steel door open, revealing a ladder.

ELLEN

We need to head up. The higher we go, the better.

DELANEY

After you.

(beat)

(MORE)

(CONTINUED)

23

CONTINUED:

23

DELANEY (cont'd)
Oh, I'm not scared of heights, I
just hate going first.

Ellen rolls her eyes and starts to climb, Delaney pulling the hatch shut behind them as she follows.

24

INT. CABAL FACILITY - WALKWAY - NEXT

24

Up in the gantry of the main factory floor, a series of metal walkways criss-cross the space overhead.

There are guard patrols even up here, but far fewer than outside.

Below are dozens of bundles of cables and electronics, all hooked up to the vats beneath.

Ellen carefully leans into view, checking that the coast is clear before the girls move out.

They stay low, keeping to the shadows as they pad silently across the walkways.

Ellen suddenly pulls to a halt, and Delaney BUMPS into her. She starts to complain, but Ellen clamps a hand over her mouth:

Just as a GUARD strolls past, oblivious to them both. Ellen gives Delaney a wary glance before taking her hand away.

Moving on, the girls get to a position where they can safely observe the floor down below.

It's the same story - rows of vats, each one housing a growing demon.

DELANEY
Son of a bitch...

ELLEN
You starting to see what's at stake
here?

Delaney doesn't answer, her worried expression saying it all.

ELLEN (cont'd)
This is what we're up against. All
of us.

Delaney stares in horror as a fresh demon GROWLS as it emerges from the goo filling one of the birthing tubs.

DELANEY
This can't be happening...
(to Ellen)
How could they do this? Without
anybody finding out?

(CONTINUED)

ELLEN

They've got money. Lots of it. Easy
to make people look the other way.

Delaney wipes a hand over her face, looking decidedly pale.

DELANEY

Hey... what's that?

She points to where the crates from the cargo ship outside
are being stacked, as more workers attack the crates with
crowbars.

CLOSER to watch as they CRACK OPEN one of the crates, yanking
out the stuffing material within.

Long FLIGHT CASES are taken from within, passed down a chain
of workers to be stacked up near to the birthing tubs.

One of the workers unlocks and opens the first case in the
pile - and it's full of SWORDS and WEAPONS!

He lifts up a large, serrated sword, letting it glint in the
light - and then passes it to the nearest fresh demon.

The demon, vat slime still sticking to its dark, scaly skin,
lets out a satisfied GRUNT as it holds up the hefty sword.

WITH THE GIRLS as they swap a glance, realising just how much
worse things are getting.

BACK BELOW as more cases are opened and more weapons handed
out, and as more and more demons hold up a growing sea of
steel, we:

BLACK OUT:

END OF ACT TWO

ACT THREE

FADE IN:

25 INT. CABAL FACILITY - NIGHT 25

Down on the shop floor as a FORKLIFT TRUCK rolls past, more flight cases stacked up on its prongs.

The rear shutter doors are still up, and a cluster of newly-armed demons are being led outside.

One scientist steps into frame, heading for a bulky console covered with levers, dials and lights.

They throw back a large lever with a flourish - and another row of VATS light up, each one holding an infant demon!

26 INT. CABAL FACILITY - WALKWAY - NEXT 26

Ellen and Delaney survey the scene below, Ellen carefully checking the contents of her bag.

ELLEN

You clear on what to do?

DELANEY

I'm clear on how it's not gonna do
a damn bit of good, but yeah.

Ellen shoots her a look, taking a block of C-4 out of her bag and holding it up.

ELLEN

Take four of these, and put one on
each of the main support struts for
the building.

She stuffs a handful of pen-sized devices into Delaney's other hand.

ELLEN (cont'd)

Stick a detonator in each one. I'll
trigger them when we're set.

Ellen starts readying her own supplies, but Delaney shakes her head and offers the explosives back to her.

DELANEY

No.

ELLEN

Excuse me?

DELANEY

I can't do this.

(CONTINUED)

ELLEN

Delaney, it's not a matter of what you do or don't want to do, it's about what has to be done!

DELANEY

No, I mean I can't do this because I don't think it'll be enough.

ELLEN

(beat)
Meaning?

DELANEY

Meaning, we cave the roof in. Take out some of the vats popping new baby demons into the world. Great. But how long before they're up and running again?

She points down towards the nearest section of vats.

DELANEY (cont'd)

Those things look pretty tough. No guarantee we'll damage enough of them to make this worthwhile.

ELLEN

So what are you suggesting?

DELANEY

We split up. You go plant the explosives, I'll go rig a power surge to run through every single one of those overgrown test tubes.

Ellen catches up, starting to grin.

ELLEN

(nods)
Fry 'em while they're still in the vats.

DELANEY

Best way to make sure we not only cripple this place, but also take out their whole production line in one go.

ELLEN

I'm impressed. Never knew you cared so much.

DELANEY

(smirks)
It'll be our little secret.

(CONTINUED)

26 CONTINUED: (2)

26

With that, she rises and scampers away, leaving Ellen behind. Ellen takes a moment to check her watch, then stuffs her supplies back into her bag and gets moving.

ON ELLEN as she slips quietly across the walkways, the HISSES from the machinery, RATTLING of the air con and GRUNTS of the demons masking her footsteps.

She reaches an access ladder and plants a hand on either side, letting her body SLIDE DOWN.

27 INT. CABAL FACILITY - CONTINUOUS

27

Ellen darts into the shadows as another forklift rumbles by, Cabal workers shuffling along behind it.

Once the coast is clear, Ellen ducks out and heads for a large column rising from the floor - one of the support struts.

She reaches into her bag and takes out a block of C-4, pressing it against the column and attaching a detonator, being careful to keep it obscured.

28 INT. CABAL FACILITY - WALKWAY - NEXT

28

Delaney hops up a short flight of stairs, turning into:

29 INT. CABAL FACILITY - SUITE - NEXT

29

A short corridor, windowed on one side to overlook the bay below. Two GUARDS walk away from her, chatting idly.

She pads along, slipping from the shelter of one doorway to the next, staying just a few feet behind them.

Checking the various doors down the corridor, one is marked with an electricity hazard sign.

Delaney hangs back until the two Guards have turned a corner, and then she steals over to the door.

It's locked, but that won't stop her for long - she takes a set of LOCKPICKS from inside her jacket and gets to work.

30 INT. CABAL FACILITY - NEXT

30

Ellen keeps moving down below, keeping her head down as she hurries from one section of cover to the next.

She needs to make a dash across open ground to reach the next column, and there are Guards in the way to her left.

Luckily, another forklift rolls by, and Ellen watches it carefully, timing her next move.

(CONTINUED)

As it passes her, she jumps up and runs alongside it, keeping it cargo between herself and the rest of the factory.

The forklift driver is obscured from her view, and once she's gone far enough she gets a clear run to break for cover once again.

A short dash later puts her right by the second column - time to plant the next round of explosives.

INT. CABAL FACILITY - POWER ROOM - NEXT

Inside the darkened room, consoles click away and bathe the room in pinpricks of coloured light.

With a CLICK, Delaney gets the lock open and pushes the door open a crack, slipping neatly inside.

She heads for the nearest console - it's a controller for the complex power supply, showing where each conduit is located.

Tracing her fingers over the floor plan, she works out what needs to go where in order for her strategy to work.

But there's a CLICK as someone starts to unlock the door again!

Delaney whips round to see:

The door opens and two TECHNICIANS step inside - one human, one not. They flick the lights on, neon strips flickering to life.

Delaney is nowhere to be seen.

They head for the desk, the Human Technician putting his feet up on the desk with a sigh, before his Demon colleague knocks the boots off with a loud 'tsk.'

They start flicking switches and checking readouts, absorbed in their work and not noticing the door open behind them.

INT. CABAL FACILITY - SUITE - NEXT

Safely outside, Delaney shuts the door as quietly as she can, checking that she's clear before hurrying off screen.

INT. CABAL FACILITY - NEXT

Ellen has another long path ahead of her - the only cover she has is one row of active vats, scientists regularly patrolling up and down.

She slips from one to the next, trying not to look through the goop at the demons within.

She's made it past three when a scientist suddenly steps out before her!

His head is down, studying his clipboard, but as Ellen BUMPS him he looks up, mouth opening -

CRACK! Ellen grabs the poor assistant and SNAPS his neck in one smooth motion, guiding his limp body to the floor.

She looks round and curses - there's nowhere she can stash him without breaking cover again.

Another Guard is walking across the metal gangways when he suddenly pauses, lifting his head - revealing a pig-like SNOUT.

The Pig Guard SNIFFS the air, eyes narrowing as he raises his machine gun.

PAN UP to see Delaney in the rafters above him, her body wedged into a tiny space, desperately trying not to make a sound.

The Pig Guard stays where he is, his head sweeping up and down as he checks his suspicions.

Overhead, Delaney's arms start to tremble - she can't hang on much longer!

She starts to SLIP, biting her lip as she quickly adjusts her grip, dropping half an inch further.

CLOSE ON DELANEY as beads of SWEAT start to roll down her cheeks - the Pig Guard is now right below her!

Her eyes flick to the sweat beads threatening to drip, but she's powerless to stop them.

One starts to FALL, her eyes going wide as it heads for the Guard:

Who turns and moves away, the drip missing him by a fraction and continuing on to the ground.

Delaney hangs on for a few more beats as the Guard moves away, finally lowering herself down with a sigh of relief.

She grimaces as she rubs her aching muscles, wiping her brow and pulling her hair back.

DELANEY

Figures she picks the day I don't
get chance to shower as the day to
do this...

Delaney turns and crouches by a FUSE BOX, opening it up and starting to rearrange the wiring within, and we CUT TO:

Down below, the assistant Ellen killed has been left propped against a wall - to a casual observer, he's taking a break while he checks his notes.

Ellen watches from the shadows for a beat before moving away - she's heading for the third support column.

This one involves passing several of the birthing tubs, the green ooze within BUBBLING away like some witches cauldron.

She stops dead when she hears a CAR HORN blare from nearby - a large JEEP is maneuvering into the factory through the bay doors.

Ellen watches as several workers and technicians hurry out of the way, letting the bulky Jeep roll slowly inside.

Unfortunately, one of the sleeping demons in the vats takes that moment to start to STIR, Ellen's eye drawn to the black shape unfurling within the slime.

The Jeep starts to turn in a wide arc, and as its HEADLIGHTS fall across the factory, Ellen has to DUCK to avoid getting caught in the glare!

This puts her at eye level with the top of the tub - just as a fresh DEMON pushes its head through!

The demon opens its gaping maw to MEWL like a newborn kitten, trails of the thick green gunk sliding from its scales.

Ellen recoils, sickened at the unnatural sight before her - but then the demon's head turns to face her, and it HISSES!

Ellen quickly clamps a hand over its mouth, but this only makes the demon struggle more, its muffled GRUNTS for help rising in volume!

Alarmed, Ellen looks round - everyone's busy with the Jeep's arrival for now, but she only has seconds before someone hears the commotion!

She slips a DAGGER from her pocket, raising it as the demon bucks and thrashes in her grip.

With a wet SPLUTCH, she sinks the blade into the creature's eye, yellow GOOP oozing from its socket as it MEWLS in pain.

Ellen grimaces, disgusted, before trying to force the demon's head back down beneath the slime.

The demon's struggles subside, and Ellen is forced to leave her dagger in its eye socket as she pushes it below the surface, leaving thick gobs of green gunge over her hands.

Looking sick to her stomach, Ellen gathers herself and starts towards the column again.

Closing an electrical supply unit's casing, Delaney is also in a good spot to watch the proceedings, keeping low as the factory workers form lines on either side of the Jeep, almost like they're on parade.

Ellen gets close enough to watch what appears to be a welcoming ceremony for the Jeep, and hunkers down to see who's here.

A tall BODYGUARD steps out of the Jeep, eyes scanning the crowd before he turns to open the passenger door.

And out steps ALARIC, every inch the immaculate businessman, who waves a cheery hand as a ripple of APPLAUSE passes round the factory!

ELLEN

(mutters)

Alaric... what are you doing here?

She watches as Alaric is met by an older SCIENTIST, shaking hands and exchanging greetings. She squints, trying to listen:

ALARIC

Good to be here at last, gentleman.
Shall we discuss progress in the
main office?

SCIENTIST

Of course, sir. This way, please.

Alaric is led away, his Bodyguard staying with the Jeep.

Ellen's eyes follow Alaric over to the staircase leading up to the suite, then flick back to the nearby support column.

As the factory workers disperse, getting back to work, her path opens up - she could make it if she was quick.

But she looks back towards the suite. Alaric is climbing the stairs - and he's too juicy a target to ignore.

37 CONTINUED:

37

Ellen slips away, heading back the way she came - passing the tub where she stabbed the demon, a film of YELLOW GOOP rising to the top of the green slime.

38 INT. CABAL FACILITY - WALKWAY - NEXT

38

From her vantage point, Delaney spots Ellen moving to follow Alaric's party.

DELANEY

(frowns)

The hell are you doing?

She curls her lip - but then moves on. She still has work to do, no matter what Ellen is up to.

39 INT. CABAL FACILITY - SUITE - NEXT

39

Ellen pops her head round into the suite's corridor, just as Alaric and the Scientist step through a door marked 'Head Office.'

Ellen pads down the corridor, trying the door next to the office and finding it open.

40 INT. CABAL FACILITY - ACCOUNTS - NEXT

40

She steps into an empty office, shelves full of binders marking this as the finance department.

ORDER FORMS litter the desks, and Ellen pauses to read one, her eyes bulging.

ELLEN

My God... they're sending these things all over the world!

She hears muffled VOICES coming from the next office along, and presses herself against the wall for a better listen.

ALARIC (O.S.)

(muffled)

As I'm sure you can appreciate,
we're anxious to keep this rate of
progress up...

41 INT. CABAL FACILITY - HEAD OFFICE - NEXT

41

PUSH THROUGH the wall to join the meeting in progress.

ALARIC

... because we have orders now from
our cells in over sixty countries
for your merchandise.

(CONTINUED)

SCIENTIST
(chuckles)
What a quaint term.

ALARIC
It rolls off the tongue more easily
than 'bio-engineered demon troops,'
doesn't it?

SCIENTIST
We've begun the initial arming
process, as you can see, but I
trust that particular phase of the
operation is still going ahead?

ALARIC
(nods)
Our facilities report that the
production lines will be
operational within weeks.

He leans forward, allowing himself a grin.

ALARIC (cont'd)
In just over a month, we'll have
mass produced enough of the
weaponry to arm each and every one
of the demons you're creating here.

The Scientist can't help another CHUCKLE of glee, and as
Alaric leans back, we PUSH BACK THROUGH TO:

INT. CABAL FACILITY - ACCOUNTS - NEXT

Ellen leans away from the wall, processing what she just
heard.

She steps over to the desks, scooping up several of the
orders and stuffing them into her jacket.

But then she COUGHS.

INT. CABAL FACILITY- HEAD OFFICE - NEXT

Both Alaric and the Scientist turn, hearing the noise.

ALARIC
What was that?

SCIENTIST
Sounded like it came from
Finance...

ALARIC
No-one's supposed to be in there.

SCIENTIST
That's right, we -

Another COUGH. Alaric turns to the Scientist, who stamps a finger on his intercom.

SCIENTIST (cont'd)
Security! Suspected intruder,
administration level!

INT. CABAL FACILITY - ACCOUNTS - NEXT

Hand over her mouth, Ellen is doubled over, more COUGHING FITS racking her body.

ELLEN
Not now... please, not now...

She COUGHS again, BLOOD trailing from her lips.

GUARDS (O.S.)
She's in here!

She turns - guards are assembling outside, ready to burst in!

GUARDS (O.S.) (cont'd)
Take them alive - if you can.

Ellen turns - there's a window looking out across the factory. It's the only way out.

The door flies open as two GUARDS pile through, guns raised - and Ellen breaks for the window!

GUARD
Stop!

He OPENS FIRE, bullets raking across the wall and chasing her all the way to the window. Ellen jumps:

INT. CABAL FACILITY - WALKWAY - CONTINUOUS

And SMASHES THROUGH the window!

ALARMS quickly sound, the workforce below clamouring to see what's going on as the woozy Ellen tries to keep moving.

She reaches the top of the nearest staircase as the Guards reach the window, OPENING FIRE on her again. She's forced to JUMP, bullets PINGING off the rails!

She lands badly, her leg twisting as she falls - and there's a loud SNAP as something breaks. Ellen HOWLS in pain.

ON DELANEY, who's on the far side of the factory by now, stepping away from another power junction box, watching with horror as Ellen makes her escape!

ON ELLEN as she hobbles along, the Guards tumbling down the stairs after her.

She reaches into her jacket and draws two HANDGUNS, spinning round and FIRING, taking one Guard down as the others duck for cover.

She keeps firing until both guns click empty, then she turns and runs again.

Delaney watches, seeing more Guards racing across the floor to intercept. Ellen's about to be cut off.

DELANEY

(groans)

Ah, damn it...

Delaney races back across the walkway, closing the gap.

Ellen frantically tries to reload her guns as she makes it to ground level, a group of burly workers closing in!

She DUCKS under one and FLIPS him off his feet, turning to SOCK the next in the jaw and BASH her gun handles into another's nose!

One GRABS her from behind, pinning her arms down. Ellen drops her guns, struggling as the bear-like Worker lifts her up off the ground!

Ellen strains - the air's being crushed out of her, and her efforts to get free are doing nothing!

Her breathing slows, her vision starting to swim as she's starved of oxygen...

WHAM! The worker drops her, and she hits the floor in a heap. The worker turns - and POW! Delaney finishes him off, smashing the FLIGHT CASE she's holding across his jaw!

The worker spins and crashes face first to the floor, and Delaney wastes no time in grabbing the fallen Ellen.

DELANEY

Come on! We've gotta go!

ELLEN

No... wait...

Delaney hauls her to her feet, more BULLETS pinging past them as the Guards open up on them again.

DELANEY
Wait for what?!?

ELLEN
The last... charge... need to set
it...

DELANEY
Screw it! We're done here!

Delaney DUCKS as another volley zings by - and then YELPS as a bullet punches into her arm!

She CURSES loudly, turning and scooping up a FIRE EXTINGUISHER, whirling round to SMASH it against the nearest vat!

A spray of GREEN FLUID shoots out, covering the girls as Delaney continues to help Ellen away.

The half-conscious Ellen suddenly slips from Delaney's grip, and as she turns to yell she sees more Guards, their shadows highlighted against the STEAM coming off the stray fluid.

ELLEN
Go... go!

DELANEY
But -

ELLEN
Delaney, run!

Delaney hesitates a beat longer - and then turns and runs.

Ellen, fresh COUGHS wracking her body, manages to roll onto her side - as a pair of polished SHOES step into frame.

She looks up - and Alaric crouches before her.

ALARIC
Nice try, Miss Marklew. But I'm
afraid it takes more than that to
stop us. So now, I have to ask the
next question... are you ready to
accept our offer?

Ellen glares into Alaric's smug features as we:

BLACK OUT:

END OF ACT THREE

ACT FOUR

FADE IN:

47 INT. CABAL FACILITY - LAB - NIGHT

47

Ellen is frogmarched down a staircase into a circular room by two Guards, a pair of STEEL TABLES before her. She hobbles awkwardly on her bad leg.

More pieces of hospital apparatus stand all around - monitors, tools, supplies.

Her hands are cuffed behind her back, and she's turned to face Alaric as he descends the staircase.

ALARIC
(to Guards)
Those won't be necessary.

The Guards swap a look, but a further nod from Alaric makes one unlock Ellen's cuffs.

She rubs her wrists as the two Guards step back, awaiting further instructions.

ALARIC (cont'd)
Leave us. Wait outside.

With a glance at Ellen, the Guards head past Alaric, up the stairs and out, closing the door behind them.

ALARIC (cont'd)
There. Now we can talk in peace.

ELLEN
Mind if I sit?

ALARIC
Not at all.

Ellen carefully lifts herself up onto one of the tables, taking the weight off her broken leg.

ALARIC (cont'd)
(off leg)
We'll get that seen to.

ELLEN
I'll manage.

ALARIC
Somehow, I doubt that.

Ellen looks away. Alaric paces slowly round her.

(CONTINUED)

ELLEN

You're being pretty trusting,
aren't you?

ALARIC

Meaning?

ELLEN

Meaning I could just snap your neck
any time I wanted.

ALARIC

But you won't.

ELLEN

(beat)

I'm still deciding.

ALARIC

You won't, Ellen, because if you do
then you lose the second chance we
offered you.

He stops before her, hands crossed.

ALARIC (cont'd)

And I don't think you want to do
that.

He keeps that smug smile in place as we CUT TO:

INT. CAMPUS - BATHROOM - DAY (FLASHBACK)

Ellen takes a step back and starts to roll up her t-shirt,
exposing her midriff.

She stares at the bruises for a long beat, disturbed as her
phone RINGS.

She drops her shirt and scoops the phone up, cradling it
under one ear.

ELLEN

Hello?

ALARIC

(filtered; through phone)

Good morning, Miss Marklew. My name
is Alaric, and I work for the
Cabal.

ELLEN

What? Is this a joke?

(beat)

Sebastian, that you?

(CONTINUED)

ALARIC

I assure you, this is no joke. Just like those bruises you were just examining are no laughing matter.

Ellen freezes. Slowly turns to the mirror.

ELLEN

How did you -

ALARIC

'How' is not important. I'm calling because I'm aware of what you're planning to do, and I wanted to make you an offer.

ELLEN

An offer of what?

ALARIC

An offer to save your life.

Ellen holds the stare with her reflection as we CUT TO:

INT. CABAL FACILITY - LAB - NIGHT

Ellen's head is lowered slightly - Alaric seems to be in charge here.

ELLEN

What would I have to do? If I came to work for you?

ALARIC

Whatever we ask.

ELLEN

I won't kill any of my girls.

ALARIC

'Your' girls?

ELLEN

The Slayers. I won't hurt them.

ALARIC

Don't worry. We have many operations in progress that don't involve them. I'm sure we can find plenty of uses for your talents without bringing you into conflict with your former colleagues.

Ellen nods, looking down again. Alaric glances over his shoulder - and the lab door opens, admitting two SURGEONS.

ALARIC (cont'd)
Doctor Kotaku is the finest organ
transplant specialist of this or
any other species.

DR. KOTAKU reaches the foot of the stairs, a tall Asian man
with narrow *pince nez* glasses.

ALARIC (cont'd)
He'll be the one overseeing the
removal of those old Initiative
transplants.

Kotaku moves to the trays of surgical instruments, beginning
his preparations. He pulls on his gloves and mask.

His ASSISTANT moves to the opposite wall, pressing several
switches and opening up panels.

Drawers slide out, each one holding a small, clear tube - and
each one of those contains a fresh ORGAN!

ALARIC (cont'd)
The entire procedure should take no
more than a few hours.

The Assistant moves over to Ellen and invites her to lie
back. Ellen hesitates before she complies.

ELLEN
And Delaney?

ALARIC
She'll be free to leave. Unharmed.
Assuming, of course, we manage to
catch her. She's... slippery.

Ellen smirks, looking to the Assistant.

ELLEN
So what happens now?

KOTAKU
You stop asking questions...

He looms over her, fixing his temples-mounted light.

KOTAKU (cont'd)
... and let us do our work.

The Assistant raises a gas mask, ready to place it over
Ellen. Ellen stops her, turning to Alaric.

ELLEN
One last thing.
(beat)
Have you got the time?

ALARIC
Yes, it's...
(checks watch)
... five minutes to three.

ELLEN
Right.
(to Assistant)
Carry on.

She places the mask over Ellen's lower face, turning up the gas and letting Ellen inhale deeply.

Two Guards jog past, weapons armed, pausing to check in with two of their comrades before all four head off together.

They pass one of several crates shoved to one side of the bay. A moment later, the crate's lid slides back and Delaney peeks out.

She slowly rises, pulling stray bits of packaging from her hair with an annoyed TUT.

Climbing out of the crate, she drops to the floor and heads back into the shadows, keeping a sharp eye out for more patrols.

She moves quickly through the facility, now back to normal after the alarm, before she's faced with a pair of swing doors, guarded on both sides.

DELANEY
(mutters)
That's right, Delaney, risk your neck for the woman with the death wish...

She waits, a plan forming - and then steps out into the open, casually approaching the Guards.

DELANEY (cont'd)
Hey there! Uh, just wondering - which way to the little girls' room?

The Guards snap to attention, weapons aimed right at her, and she raises her hands.

DELANEY (cont'd)
Woah! No need to be so aggressive,
guys...

WHAP! Lightning fast, she SNATCHES one gun and CRACKS the butt back into its owner's chin, before a SPIN KICK disarms the next guard and a CHOP to the throat takes him down.

DELANEY (cont'd)
... but it was either that or go in
the corner.

Dropping the guns, she quickly pushes through the doors.

Alaric is ascending the staircase as Kotaku begins the operation behind him.

ON ELLEN as her shirt is lifted, exposing the ugly bruises spread across her skin.

KOTAKU
(extends hand)
Scalpel.

ASSISTANT
Shouldn't we -

KOTAKU
(impatient)
What? Scrub her in? Dress the wounds? We're performing a multiple organ transplant on a Slayer. Whatever we do, she'll heal. Now... scalpel.

The Assistant obediently hands him a scalpel, and Kotaku prepares to make the first incision.

CLOSE ON SCALPEL as it digs in, blood oozing as Kotaku expertly draws the blade up Ellen's torso...

... and a spray of DARK MIST suddenly shoots out from the cut!

Kotaku YELPS and steps back, the mist spraying into his face!

ASSISTANT
Doctor!

He staggers back, the commotion attracting Alaric's attention.

ALARIC
What's going on?

Kotaku is GRUNTING with pain now, tearing off his light and facemask, his eyes streaming.

ASSISTANT

I don't know! He - he made the
first incision, but something -
some kind of gas came out, and -

Alaric's face drops - more of the mist is seeping out of Ellen now, quickly rising into the air!

His eyes follow it - right up to the air conditioning units set into the wall!

ALARIC

(yells)

Biohazard contamination protocol!
Now!

He turns and races up the steps - just as Kotaku lets out a strangled CRY of pain, BLOOD starting to pour from his eyes!

The Assistant SHRIEKS in alarm - and then realises she's bleeding too - thick trails of the stuff from her nose!

ASSISTANT

What... but...
(to Alaric)
Help us!

Alaric doesn't turn round, barging out through the doors:

He spins round, using a keycard to LOCK the lab doors.

ALARIC

(to Guards)

Evacuate the factory! Sound the
alarm!

The Guards nod, racing away as Alaric peers into the lab.

Kotaku and his Assistant are crumpling to the floor now, their white coats slick with their own blood.

ALARIC (cont'd)

(shakes head)

What have you done...

DELANEY (O.S.)

Mind if I borrow that?

He turns - and POW! Delaney lays him out, swiping the keycard from him before he even hits the floor.

(CONTINUED)

She swipes the card and starts to push the door open - but freezes when she sees the two BODIES inside.

Her eyes flick to the side - where a pair of GAS MASKS are mounted in a glass case on the wall, a Biohazard symbol on the glass.

It's business as usual, but even as the two Guards rush into frame, yelling the evacuation order, the dark mist can be seen billowing out from the air conditioning units!

Workers stop as they inhale the fumes, CHOKING and staggering, while Guards fall to their knees, blood streaming from their eyes and ears.

Delaney bursts through the doors - gas mask on - and races down the steps to reach Ellen.

She's still covered by the anaesthetic mask, the last few trails of mist rising from the wound in her belly.

Delaney pauses, thrown by the sight, but then quickly slips the second gas mask over Ellen's head.

DELANEY

Ellen, come on! Wake up!

She SHAKES her, but Ellen's under. Out of options, Delaney scoops up the nearest sharp object from the tray - and STABS Ellen in the arm!

Ellen JERKS, the pain starting to bring her round, and Delaney SHAKES her some more as Ellen blinks blearily.

ELLEN

What...

DELANEY

What the hell did you do? Swallow a nerve gas grenade or something?

ELLEN

(weak smile)

Or something...

Delaney helps her up, Ellen barely conscious from the effects of the gas.

DELANEY

Time to go. It's Def Con 'Get The Frick Out' around here.

54 CONTINUED:

54

She helps Ellen up the stairs as best she can, but it's slow going with Ellen's broken leg.

55 INT. CABAL FACILITY - NEXT

55

It's mayhem as the girls arrive back at the main factory floor - BODIES are strewn everywhere, those still able to running wildly in all directions, looking for an exit.

DELANEY

Definitely time to go...

Delaney and Ellen weave through the carnage, nobody paying them any attention as they head for the nearest ladder up to the walkways.

ELLEN

(breathless)

Wait... stop!

DELANEY

What? Now what is it?

ELLEN

(points)

Bag... my bag!

She points towards a table near one of the security booths - Ellen's black bag is waiting there.

Delaney dashes over and grabs it, slipping it over her shoulder as she starts to half-push Ellen up the ladder.

56 INT. CABAL FACILITY - WALKWAY - NEXT

56

Their escape is going torturously slowly as the girls finally reach the gantries, Delaney almost having to drag Ellen along.

DELANEY

Stay here, okay? I just gotta do one thing.

She runs towards the nearest fuse box, yanking the case open and grabbing the circuit breaker switch with both hands.

DELANEY (cont'd)

Here goes...

She pulls down - and a shower of SPARKS explode from the fuses! She ducks back, shielding her face - and lights FLICKER all round the complex.

More BLASTS of sparks shoot out, and Delaney watches as one by one, the demon-harbours vats all BURST, glass cracking and fluid sluicing out!

(CONTINUED)

DELANEY (cont'd)
(punches air)
Yes!

It goes on - a chain reaction of overloading power, short-circuiting the base and FRYING everything with power as the current flows the wrong way, both ways - anything!

Delaney returns to Ellen, helping her back up even as the base continues to melt down around them.

ELLEN
Why... why'd you come back?

DELANEY
I don't know... guilt?

ELLEN
Sure it wasn't... the money?

DELANEY
(shrugs)
I've already got half. That's good enough.

They reach an access hatch, Delaney throwing it open:

EXT. CABAL FACILITY - ROOF - NEXT

Up on top of the factory, the girls have a view of their surroundings as Cabal workers flee the facility in blind panic - some on foot, some hijacking any vehicle present.

Delaney sees Alaric's Jeep SMASH its way through two vehicles too slow to move, tearing away into the night.

DELANEY
Huh. Figures.

She heads back over to Ellen, who is trying to remove her mask.

DELANEY (cont'd)
What are you doing? Are you nuts?

ELLEN
Don't worry...

She pulls the mask off, tossing it away.

ELLEN (cont'd)
Effects won't last this long. We're safe up here.

Delaney hesitates, then cautiously pulls her mask up as Ellen rummages through her bag. She hefts up a RAPPEL GUN, which Delaney takes from her.

DELANEY

Maybe I oughtta do this.

ELLEN

(points)

Buildings... over the canal. Should be able... to reach.

Delaney walks to the edge of the roof, taking aim at one of the many buildings facing them.

She FIRES, the grappling hook shooting through the air and hitting something on the far side with a distant THUNK.

She gives the line a few tugs, then heads back to a large, scorched FUSE BOX on the roof, securing the line around it.

She returns to Ellen, just as she's pulling a REMOTE CONTROL from the bag.

She pulls out the aerial - then collapses into a fresh COUGHING FIT.

DELANEY

Ah, damn it... here!

Delaney tries to take it, but Ellen shoves her back.

ELLEN

No! This... this is where you get off, Delaney.

DELANEY

After I went back in there for you?
Forget it! You're coming with me so
I can spend the rest of your life
making you pay me back!

She pulls Ellen to her feet, the two reaching the rappel line.

DELANEY (cont'd)

Okay. You go first, I'll -

ELLEN

No. You first. I'll set the charges and follow.

DELANEY

Whatever! Can we just get out of here already?

(CONTINUED)

Delaney takes one of two small HANDLES, slipping it over the cable and turning to Ellen.

DELANEY (cont'd)

Now, what about the -

Ellen suddenly stuffs something inside Delaney's jacket.

DELANEY (cont'd)

Hey!

And Ellen SHOVES her, sending Delaney WHOOSHING through the air along the line!

SLOW MOTION:

Delaney SHOUTS, but it's lost in the wind as she rapidly sails out of view.

Ellen lifts the remote control, thumb poised over the red button.

ELLEN (V.O.)

Everybody hopes that when their time comes they'll think of something... good to say. Some dramatic last words that'll live on long after they're dead and gone.

Ellen starts to smile - and then PUSHES THE BUTTON.

ELLEN (V.O.) (cont'd)

But I've never been all that good with words. So I guess I'll have to settle with hoping my last actions count for something instead.

EXPLOSIONS blast out from three spots on the floor of the facility, FLAMES blasting out and punching holes in the walls!

Gouts of flame BURST through the roof, showering the scene with flaming debris.

Ellen stands, impassive, as the factory erupts into an inferno around her.

ON DELANEY, still flying back through the air, hand reaching out towards us. The RAPPEL LINE wobbles over her head.

ON ELLEN as the roof starts to cave in, huge chunks collapsing back into the maelstrom below.

(CONTINUED)

ELLEN (V.O.)
So this is me... hoping.

The flames rise further, finally obscuring Ellen from view just as we SMASH CUT TO:

RESUME SPEED:

Delaney's rappel line suddenly goes limp, and she drops from the sky - but doesn't have far to fall, landing with a BUMP on the roof of another building.

She scrambles to her feet - but the first thing she sees is the Cabal facility, crumbling in on itself like a flaming house of cards.

ELLEN (V.O.)
I've known for a while now that I
had maybe one good day left in me
before... well, you know.

As Delaney watches, shocked, she remembers something and reaches into her jacket - and finds a LETTER.

ELLEN (V.O.) (cont'd)
I didn't want to die in some
hospital bed.

She looks back up towards the column of smoke. CUT TO:

PAN DOWN from misty countryside, morning dew glistening on the grass.

Barbara waits by her car, standing as a figure approaches, silhouetted against the rising sun.

ELLEN (V.O.)
I wanted to go out doing something
worthwhile. I wanted to make up for
all my screw ups, and... I just
wanted to do some good.

Barbara waits, hands shielding her eyes - and double takes as she realises it's Delaney walking towards her.

ELLEN (V.O.) (cont'd)
Tell the girls anything you feel is
appropriate about what happened.

Barbara waits, taken aback, as Delaney solemnly hands her the letter. Barbara glances at it, then back up to speak - but Delaney is already walking away.

(CONTINUED)

Barbara unfolds the letter, eyes scanning down it. TEARS are quick to follow.

ELLEN (V.O.) (cont'd)
I guess the important thing is that
they know I went out my way, and
that's all anyone can ask for.
(beat)
Goodbye, Barbara. Love you. Ellen.

Barbara squeezes her eyes shut, hands clenching round the letter, and as tears roll down her cheeks, we:

BLACK OUT:

END OF SHOW